

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.¹

Debtors.

) Chapter 11

) Case No. 01-01139 (JKF)
) (Jointly Administered)

) Objections due: 12/30/08 at 4⁰⁰ PM

Hearing date: To be scheduled, only if objections are timely filed and served.

**SUMMARY OF APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
FOURTH INTERIM PERIOD, FROM OCTOBER 1, 2008 THROUGH OCTOBER 31,
2008, FOR THE QUARTER OF OCTOBER 2008 – DECEMBER 2008**

Name of Applicant:

**Nelson Mullins Riley & Scarborough,
L.L.P.**

Authorized to Provide Professional Services to:

**W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession**

Date of Retention:

July 19, 2001

Period for which compensation and
reimbursement is sought:

October 1, 2008 – October 31, 2008

Amount of Compensation sought as actual,
reasonable, and necessary:

\$6,296.00 for the period

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of expense reimbursement sought as
Actual, reasonable, and necessary: **\$45.72 for the period**

This is a x monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately **(1.7)** hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$ (252.00)**.

Prior fee applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82
September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35
September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20,	April 1, 2002 – June	\$60,393.50	\$701.74	\$55,739.00	\$701.74

2002	30, 2002				
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002– September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002– October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002– November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003– January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1–February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002– December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003– March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$16,924.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003– April 30, 2003	\$7,868.00	\$64.88	\$6294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8,143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,716.05	\$444.22	\$33,716.05	\$444.22
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
March 4, 2004	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	\$21,989.60	\$932.61
March 4, 2004	September 1, 2003 – September 31, 2003	\$38,442.00	\$139.47	\$30,753.60	\$139.47
February 25, 2004	July 1, 2003 – September 31, 2003	\$102,250.00	\$1,313.47	\$102,250.00	\$1,313.47
March 8, 2004	October 1, 2003 – October 31, 2003	\$9,723.50	\$154.31	\$7,656.00	\$154.31
March 8, 2004	November 1, 2003 – November 30, 2003	\$5,845.00	\$119.01	\$4676.00	\$119.01
March 8, 2004	December 1, 2003 – December 31, 2003	\$4465.50	\$ 4.08	\$3572.40	\$4.08
March 10, 2004	October 1, 2003– December 31, 2003	\$19,968.00	\$277.40	\$19,968.00	\$277.40
May 12, 2004	January 1, 2004– January 31, 2004	\$16,534.50	\$1,260.61	\$13,227.60	\$1,260.61
May 12, 2004	February 1, 2004 – February 28, 2004	\$9,591.50	\$32.50	\$7,673.20	\$32.50
May 12, 2004	March 1, 2004 – March 31, 2004	\$6,325.50	\$105.67	\$5,060.40	\$105.67
June 7, 2004	January 1, 2004-	\$32,451.50	\$1,398.78	\$32,451.50	\$1,398.78

	March 31, 2004				
June 7, 2004	April 1, 2004 - April 30, 2004	\$6,062.00	\$20.78	\$4,849.60	\$20.78
July 6, 2004	May 1, 2004 - May 31, 2004	\$12,927.00	\$67.97	\$10,341.60	\$67.97
August 12, 2004	June 1, 2004 - June 30, 2004	\$12,228.00	\$372.90	\$9,782.40	\$372.90
August 17, 2004	April 1, 2004 - June 30, 2004	\$31,217.00	\$461.65	\$31,217.00	\$461.65
September 7, 2004	July 1, 2004 - July 31, 2004	\$19,020.00	\$216.31	\$15,216.00	216.31
September 24, 2004	August 1, 2004 - August 31, 2004	\$3,945.50	\$89.18	\$3,156.40	\$89.18
October 22, 2004	September 1, 2004 - September 30, 2004	\$9,741.50	\$284.46	\$7,793.20	\$284.46
October 28, 2004	July 1, 2004 - September 30, 2004	\$32,707.00	\$589.95	\$32,707.00	\$589.95
December 1, 2004	October 1, 2004 - October 31, 2004	\$20,570.50	\$76.25	\$16,456.40	\$76.25
December 17, 2004	November 1, 2004 - November 30, 2004	\$5,993.00	\$32.75	\$4,794.40	\$32.75
February 17, 2005	December 1, 2004 - December 31, 2004	\$3,397.50	\$24.51	\$2,718.00	\$24.51
March 8, 2005	January 1, 2005 - January 31, 2005	\$7,343.50	\$34.10	\$5,874.80	\$34.10
March 16, 2005	October 1, 2004 - December 31, 2004	\$29,961.00	\$133.51	\$29,961.00	\$133.51
April 15, 2005	February 1, 2005 - February 28, 2005	\$4,948.50	\$40.40	\$3,958.80	\$40.40
May 10, 2005	March 1, 2005 - March 31, 2005	\$6,494.00	\$71.74	\$5,195.20	\$71.74
June 15, 2005	January 1, 2005 - March 31, 2005	\$18,786.00	\$146.24	\$18,786.00	\$146.24
June 7, 2005	April 1, 2005 - April 30, 2005	\$4,754.50	\$38.87	\$3,803.60	\$38.87
July 7, 2005	May 1, 2005 - May 31, 2005	\$9,725.00	\$84.96	\$7,780.00	\$84.96
August 1, 2005	June 1, 2005 - June 30, 2005	\$5,182.00	\$1.80	\$4,145.60	\$1.80
August 8, 2005	April 1, 2005 - June 30, 2005	\$19,661.50	\$125.63	\$19,661.50	\$125.63
August 20, 2005	July 1, 2005 - July 31, 2005	\$10,155.00	\$15.27	\$8,124.00	\$15.27
October 12, 2005	August 1, 2005 - August 31, 2005	\$9,440.00	\$54.18	\$7,552.00	\$54.18
November 4, 2005	September 1, 2005 - September 30, 2005	\$2,772.00	\$14.03	\$2,217.60	\$14.03
November 23, 2005	July 1, 2005 - September 30, 2005	\$22,367.00	\$83.48	\$22,367.00	\$83.48
December 16, 2005	October 1, 2005 - October 31, 2005	\$4,735.50	\$27.51	\$3,788.40	\$27.51
March 10, 2006	November 1, 2005 - November 30, 2005	\$1,819.50	\$24.02	\$1,455.60	\$24.02
March 27, 2006	December 1, 2005 -	\$7,582.50	\$26.28	\$6,066.00	\$26.28

	December 31, 2005				
April 20, 2006	October 1, 2005 – December 31, 2005	\$14,137.50	\$77.81	\$14,137.50	\$77.81
April 20, 2006	January 1, 2006 – January 31, 2006	\$8,997.00	\$58.95	\$7,197.60	\$58.95
April 20, 2006	February 1, 2006 – February 28, 2006	\$7,574.50	\$127.34	\$6,059.60	\$127.34
April 20, 2006	March 1, 2006 – March 31, 2006	\$6,120.50	\$11.93	\$4,896.40	\$11.93
June 8, 2006	April 1, 2006 – April 30, 2006	\$4,012.50	\$185.69	\$3,210.00	\$185.69
June 9, 2006	January 1, 2006 – March 31, 2006	\$22,692.00	\$198.22	\$22,692.00	\$198.22
July 10, 2006	May 1, 2006 – May 31, 2006	\$18,733.50	\$116.00	\$14,986.80	\$116.00
August 2, 2006	June 1, 2006 – June 30, 2006	\$1,459.00	\$9,179.83	\$1,167.20	\$9,179.83
September 29, 2006	April 1, 2006 – June 30, 2006	\$24,205.00	\$9,481.52	\$24,205.00	\$9,481.52
September 11, 2006	July 1, 2006 – July 31, 2006	\$834.00	\$25.85	\$667.20	\$25.85
October 18, 2006	August 1, 2006 – August 31, 2006	\$1,023.50	\$12.25	\$818.80	\$12.25
October 30, 2006	September 1, 2006 – September 30, 2006	\$519.50	\$0	\$415.60	\$0
November 22, 2006	July 1, 2006 – September 30, 2006	\$2,377.00	\$38.10	\$2,377.00	\$38.10
November 22, 2006	October 1, 2006 – October 31, 2006	\$415.00	\$12.30	\$332.00	\$12.30
December 27, 2006	November 1, 2006 – November 30, 2006	\$744.00	\$51.47	\$595.20	\$51.47
February 12, 2007	December 1, 2006 – December 31, 2006	\$1,229.00	\$5.00	\$983.20	\$5.00
March 2, 2007	January 1, 2007 – January 31, 2007	\$3,260.00	\$54.65	\$2,608.00	\$54.65
March 7, 2007	October 1, 2006 – December 31, 2006	\$2,388.00	\$68.77	\$2,388.00	\$68.77
March 23, 2007	February 1, 2007 – February 28, 2007	\$2,977.50	\$1,858.98	\$2,382.00	\$1,858.98
April 24, 2007	March 1, 2007 – March 31, 2007	\$3,069.00	\$941.40	\$2,455.20	\$941.40
May 14, 2007	January 1, 2007 – March 31, 2007	\$9,306.50	\$2,855.03	\$9306.50	\$2855.03
May 25, 2007	April 1, 2007 – April 30, 2007	\$430.00	\$92.00	\$344.00	\$92.00
June 20, 2007	May 1, 2007 – May 31, 2007	\$863.50	\$22.11	\$690.80	\$22.11
July 11, 2007	June 1, 2007 – June 30, 2007	\$663.00	\$12.38	\$530.40	\$12.38
July 23, 2007	April 1, 2007 – June 30, 2007	\$1956.50	\$126.49	\$1956.50	\$126.49
August 23, 2007	July 1, 2007 – July 31, 2007	\$786.50	\$26.41	\$629.20	\$26.41
September 24, 2007	August 1, 2007 – August 31, 2007	\$423.00	\$14.10	\$338.40	\$14.10

January 2, 2008	September 1, 2007 – September 30, 2007	\$396.00	\$12.94	\$316.80	\$12.94
January 2, 2008	November 1, 2007 – November 30, 2007	\$176.00	\$44.60	\$140.80	\$44.60
January 9, 2008	July 1, 2007 – September 30, 2007	\$1,605.50	\$53.45	\$1284.40	\$53.45
January 22, 2008	December 1, 2007 – December 31, 2007	\$742.00	\$0.00	\$593.60	\$0.00
February 22, 2008	January 1, 2008 – January 31, 2008	\$1,607.00	\$0.00	\$1,285.60	\$0.00
March 25, 2008	February 1, 2008 – February 29, 2008	\$8,386.00	\$14.25	\$6,708.80	\$14.25
April 29, 2008	March 1, 2008 – March 31, 2008	\$1,865.00	\$2.75	\$1,492.00	\$2.75
May 28, 2008	October 1, 2007 – December 31, 2007	\$918.00	\$44.60	\$918.00	\$44.60
June 20, 2008	April 1, 2008 – April 30, 2008	\$3,760.00	\$.55	\$3,008.00	\$.55
July 22, 2008	May 1, 2008 – May 31, 2008	\$5,263.50	\$73.15	\$4,210.80	\$73.15
July 24, 2008	June 1, 2008 – June 30, 2008	\$1,716.00	\$15.81	\$1,372.80	\$15.81
July 24, 2008	January 1, 2008 – March 31, 2008	\$11,858.00	\$17.00	\$11,858.00	\$17.00
August 27, 2008	July 1, 2008 – July 31, 2008	\$1,236.00	\$.90	\$988.80	\$.90
September 22, 2008	August 1, 2008 – August 31, 2008	\$724.00	\$22.96	\$579.20	\$22.96
October 21, 2008	April 1, 2008 – June 30, 2008	\$10,739.50	\$89.51	Pending	Pending
October 29, 2008	September 1, 2008 – September 30, 2008	\$2,336.00	\$18.58	\$1868.80	\$18.58

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
B.J. Burn	Associate	8 years	Bankruptcy	\$240.00	1.10	\$264.00
B.F. Hawkins, Jr.	Partner	18 years	Litigation	\$320.00	.30	\$96.00
R.T. Carlisle	Of Counsel	25 years	Environmental	\$280.00	.60	\$168.00
N.J. Smith	Partner	30 years	Environmental	\$320.00	16.60	\$5,312.00

Grand Total for Fees: \$5,840.00
 Blended Rate: \$313.98

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

B. Wright	Paralegal	7 months	Bankruptcy	\$120.00	3.80	\$456.00
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Grand Total for Fees: \$456.00
 Blended Rate: \$120.00

Matter Number	Matter	Total Hours	Total Fees Requested
02399/06091	Fee Applications	5.20	\$816.00
02399/06032	Charleston	17.20	\$5,480.00
TOTAL		22.40	\$6,296.00

Expense Summary

<u>Description</u>	<u>Amount</u>
PACER	\$27.44
Telephone	\$18.28
TOTAL	\$45.72

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.²) Case No. 01-01139(JKF)
Debtors.) (Jointly Administered)
)
)

VERIFICATION

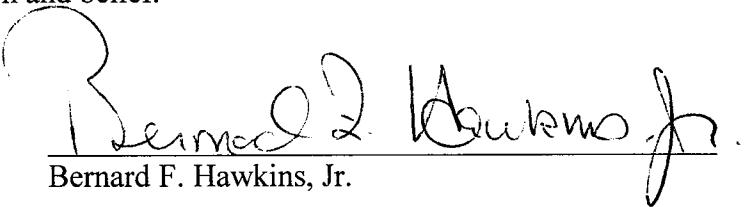
Bernard F. Hawkins, Jr., after being duly sworn according to law, deposes and says as follows:

² The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

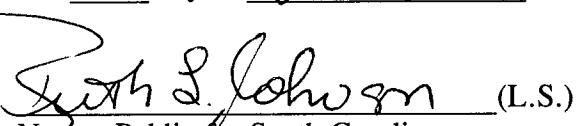
1. I am a partner with the applicant firm, Nelson Mullins Riley & Scarborough, L.L.P and I am a member in good standing of the bar of the State of South Carolina.

2. I have personally performed certain of, and overseen the legal services rendered by Nelson Mullins Riley & Scarborough, LLP as special counsel to the Debtors in environmental-related litigation issues and real estate transactions and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Bernard F. Hawkins, Jr.

SWORN to and subscribed before me
this 3 day of December, 2008


Ruth L. Johnson (L.S.)
Notary Public for South Carolina

My Commission Expires: 9/3/2009

Ruth L. Johnson
Notary Public of South Carolina
My Commission Expires: 9/3/2009